



SOGEFI S.p.A.
Via Giovassino 1 - Milan
Fully Paid-in Share Capital Euro 62,461,355.84
Company Register of Milan Monza Brianza Lodi and Tax Code 00607460201
Company subject to the direction and coordination of CIR S.p.A.

Notice of Annual General Meeting

Shareholders are hereby invited to attend the Ordinary and Extraordinary Shareholders Meeting to be held at the registered office of Sogefi S.p.A. (the “Company”) in Milan, at Via Giovassino 1, on **22 April 2024, at 4 p.m.** in first call and, if a second call should be necessary, on 23 April 2024, at the same place and time, to discuss and resolve upon the following:

Agenda

Ordinary Part

1. **Annual report for the year ended 31 December 2023 and allocation of the result for the year:**
 - a. **Approval of the Statutory Financial Statements as of December 31, 2023;**
 - b. **Allocation of the result for the year.**
2. **Authorisation to purchase and dispose of treasury shares, subject to revocation of the previous and related authorisation to dispose of them resolved by the Ordinary Shareholders meeting of April 21, 2023.**
3. **Report on remuneration policy and compensation paid:**
 - a. **Binding vote on Sec. I - Remuneration policy 2024;**
 - b. **Consultative vote on Sec. II – Information on compensation paid in 2023.**
4. **Appointment of the Board of Statutory Auditors for 2024-2025-2026 years and determination of the relevant emoluments:**
 - a. **Appointment of Effective and Alternate Auditors;**
 - b. **Determination of emoluments.**
5. **Approval of 2024 Stock Grant Plan.**

Extraordinary Part

1. **Proxy in favour of the Board of Directors, pursuant to art. 2420-ter and 2443 of the Italian Civil Code, after revocation of existing proxy. Consequent change of art. 8 of Company Bylaws.**

In accordance with the provisions of art. 106 of Law Decree no. 18 of March 17, 2020 (“Decreto Cura Italia”), converted with amendments into Law no. 27 of April 24, 2020, as further amended and extended:

- Shareholders may only take part in the Meeting through the Designated Representative Monte Titoli S.p.A., with registered office in Milan, Piazza degli Affari no. 6 (hereinafter referred to as “**Monte Titoli**” or the “**Designated Representative**” in accordance with the procedures and terms provided for in the remainder of this notice;

- the members of the corporate bodies, the secretary and/or of the notary public and the Designated Representative, as well as any other person authorised to do so by the Chairman of the Board of Directors may only take part in the Meeting by any means of telecommunication which guarantee their identification, in a manner to be defined and communicated by the Chairman to each of the aforesaid subjects, in accordance with the rules applicable for such case, without it being necessary for the Chairman, the secretary and/or the

notary public to be in the same place in any case;
- there shall be no voting procedures by correspondence or by electronic means.

INFORMATION ON THE SHARE CAPITAL

As of today the share capital subscribed and fully paid amounts to Euro 62,461,355.84 and is represented by no. 120,117,992 ordinary shares of par value Euro 0.52 each all having voting right, except the own shares whose voting right is suspended.

The Company owns 1,465,574 of its own shares. Information on the amount of the share capital with an indication of the number of shares into which it is divided is made available on the Company's website www.sogefigroup.com (section Press - Shareholding).

ATTENDANCE TO AND PROXIES FOR THE SHAREHOLDERS MEETING

Entitlement to take part in the Meeting and exercise the vote – exclusively through the Designated Representative - is attested by a notification made by an authorized intermediary as per the terms of Art. 83-*sexies* of Legislative Decree 58/1998 and subsequent amendments and additions (TUF), in favour of the person entitled to vote on the basis of evidence at the end of the accounting day of **11 April 2024** (*record date*), seventh open-market day preceding the date established for the Meeting in first call.

Those who are holders only after such date shall not be entitled to take part and vote in the Meeting. Shareholders with not yet dematerialised shares should entrust them to an authorized intermediary to introduce them into the centralized management dematerialisation system, in accordance with art. 36 of the joint Consob and Banca d'Italia post-trading disposition dated 13 August 2018 and subsequent amendments and additions, and ask the transmission of the above-mentioned notice.

DESIGNATED REPRESENTATIVE

As provided by paragraph 4 of art. 106 of the Italian Decree "Cura Italia", the intervention in the Meeting of those who have the right to vote will take place exclusively through the Designated Representative, to whom must be conferred the proxy without expenses for the delegating party, with the voting instructions, on all or some of the proposals on the agenda of the Meeting, through the appropriate forms available, with the relevant instructions for compilation and transmission, on the Company's website www.sogefigroup.com (section Investors - Shareholders' Meetings).

The proxy pursuant to art. 135-*undecies* of the TUF, with the voting instructions, must be received by the Designated Representative, by the end of the second open-market day preceding the date established for the Meeting (that is by 11.59pm of 18 April 2024 for the first call or 19 April 2024 for the second call) together with a copy of a valid identity document of the delegating party or, if the latter is a legal entity, of the legal representative *pro-tempore* or another person with suitable powers, together with documentation proving the entitlement to exercise such right, with the following alternative methods: (i) transmission of a PDF copy to the certified email address RD@pec.euronext.com (subject "Sogefi 2024 Shareholders' Meeting Proxy") from a certified email (or, failing that, from ordinary email, in which case the proxy with the voting instructions must be signed with a qualified electronic or digital signature); (ii) transmission in original, by courier or registered mail with return receipt, to the address Monte Titoli S.p.A., Register Services, Piazza degli Affari no. 6, 20123 Milan (Ref. "Sogefi 2024 Shareholders' Meeting Proxy") anticipating a PDF copy by ordinary email to RD@pec.euronext.com (subject "Sogefi 2024 Shareholders' Meeting Proxy").

The proxy and the voting instructions can be revoked within the terms by which they can be granted (that is by 11.59pm of 18 April 2024 for the first call or 19 April 2024 for the second call). The proxy shall not be effective for the proposals in relation to which voting instructions have not been granted.

It is specified that the shares of the Company for which the proxy has been conferred, even partial, are counted for the purposes of the regular constitution of the Shareholders' Meeting.

Those who do not intend to make use of the intervention pursuant to art. 135-undecies TUF, may, alternatively, confer to the same Designated Representative a proxy or sub-proxy pursuant to art. 135-novies TUF, necessarily containing the voting instructions on all or some of the proposals on the agenda, by using the specific proxy/sub-proxy form, available on the Company's website www.sogefigroup.com (section Investors - Shareholders Meeting). For the granting and notification, also electronically, of the proxies/sub-proxies, the procedures set out in the proxy form shall be followed. The proxy/sub-proxy shall be received by 6.00 pm on the day before the Meeting (and in any case by the start of the Meeting's work). The proxy and voting instructions can always be revoked within the aforementioned deadline.

If the notice of the authorized intermediary certifying the right to take part in the Meeting is lacking, the proxy shall be deemed without effect.

For any clarifications relating to the granting of the proxy to the Designated Representative (and in particular regarding the compilation of the proxy form and the voting instructions and their transmission), it is possible to contact Monte Titoli via e-mail at RegisterServices@euronext.com or at the telephone number (+39) 02.33635810 (on office days, from 9.00am to 5.00pm).

RIGHT TO ASK QUESTIONS ON THE ITEMS OF THE AGENDA

Pursuant to art. 127-ter of the TUF, the Shareholders who intend asking questions on the items of the agenda of the Shareholders Meeting may send them by registered mail with return receipt (A.R.) to the Company registered office or by certified email to the address sogefi@legalmail.it attaching documentation proving the entitlement to exercise such right. The questions must arrive by the end of the seventh open market day preceding the date established for the Meeting in first call, i.e., by 11 April 2024.

The Company shall provide a written answer by 18 April, 2024 by means of publication on the Company's website www.sogefigroup.com (Investor – Shareholders' meetings section).

The questions having the same contents may receive a common answer.

ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW RESOLUTION PROPOSALS

Pursuant to art. 126-bis of the TUF, the Shareholders who represent, also jointly, at least a fortieth of the share capital, may ask, within ten days from the publication of this notice, an addition to the items of the agenda to be dealt with, indicating in the request the further proposed items or may present resolution proposals on the items of the agenda. It should be noted however that the addition of the items to be dealt with is not allowed for the matters on which the Meeting, by law, resolves on a proposal of the Directors or on the basis of a project or a report prepared by them, other than those indicated in art. 125-ter, paragraph 1 of the TUF.

The requests must be sent by registered mail with return receipt (A.R.) to the Company registered office or by certified email to the address sogefi@legalmail.it and must be completed with a report on the items which have been proposed for discussion as well as by the certification(s) issued by an authorised intermediary attesting the person's entitlement to exercise this right. About any addition to the agenda or the presentation of new resolution proposals on the items of the agenda, information will be given in the same way of this notice, at least fifteen days preceding the date established for the Meeting on the first call. Within this term the report prepared by proposing shareholders will be made available to the public.

Pursuant to art. 126-bis, paragraph 1, third paragraph, of the TUF, having considered the rules to take part in the Meeting, those entitled to vote may individually submit resolution proposals on the items on the agenda by April 7, 2024. The proposals must be sent by registered mail with advice of receipt (A.R.) to the Company registered office or by certified email to the address sogefi@legalmail.it and must be completed with a resolution text on the items on the agenda, as well as by the certification(s) issued by an authorized intermediary attesting the person's entitlement

to exercise this right. The proposals submitted will be published on the Company's website www.sogefigroup.com (Investor – Shareholders' meetings section) by April 15, 2024 so that those with voting rights may examine them for the purpose of granting proxies or sub-delegations to the Designated Representative.

In case of proposals for resolutions on the items on the agenda that are alternative to those formulated by the Board, the proposal of the administrative body will be put to the vote first (unless it is withdrawn) and only if this proposal is rejected will the Shareholders' proposals be put to the vote. Such proposals, if alternative to each other, will be submitted to the Meeting starting with the proposal submitted by the Shareholders representing the largest percentage of the share capital. Only if the proposal put to the vote first is rejected, will the next proposal be put to the vote in order of capital represented, and so on.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

The Board of Statutory Auditors comprises three acting members and three alternate members who remain in office for three years and are eligible for re-election.

With regard to item 4 on the Agenda, please note that the term of office of the Board of Statutory Auditors expires with the next Meeting; new members must therefore be appointed for the financial years 2024-2025-2026.

The Board of Statutory Auditors is appointed pursuant to art. 148 of the TUF and art. 26 of the Articles of Association, to which reference should be made.

The Board of Statutory Auditors is appointed by the Shareholders' Meeting from lists presented by the Shareholders composed by two sections: one for candidates for the position of acting auditor and the other for candidates for the position of alternate auditor and, in each section, candidates are listed in numerical order. Lists which include a number of candidates equal to or higher than three must include in each section candidates belonging to both genders.

Each candidates may stand in one list only, on pain of disqualification. Lists cannot include candidates who already hold office as acting auditors in another five companies or entities listed on a regulated market registered pursuant to arts. 63 and 67 of Legislative Decree no. 58/1998, or candidates who do not meet the requirements of respectability, professional and independence or who exceed the limit to the number of positions held as laid down by law or regulations.

Only Shareholders who, alone or together with other Shareholders, represent at least 2.5% (two point five percent) of the share capital are entitled to submit lists.

The lists, signed by the Shareholder or Shareholders submitting them, including by proxy to one of them, accompanied by the required documentation, must be filed by the submitting Shareholders at the Company's registered office or sent to the certified email address sogefi@legalmail.it by March 28, 2024 and will be made public in accordance with the provisions in force.

Pursuant to art. 144-*sexies* of the Rules for Issuers approved by Consob Regulation no. 11971 and subsequent amendments and additions, if by the deadline for submitting lists only one list has been filed, or only lists submitted by Shareholders who are connected with each other pursuant to applicable provisions, lists may be submitted up to the third day following that date, i.e. by March 31, 2024. In this case, the thresholds for the submission of lists are reduced by half and therefore to 1.25% (one point twenty-five percent) of the share capital. If only one list is presented or admitted, all the members of the Board of Statutory Auditors are appointed from that list.

The lists must be provided together with:

- the information relating to the identity of the Shareholders who have submitted them, with an indication of the total percentage of shareholding held and one or more certifications, to be filed at the Company's registered office at the same time or, in any case, by April 1, 2024 providing the ownership of such shareholding(s) at the date of submission of the lists;
- a declaration by the Shareholders other than those who hold, even jointly, a controlling or

a relative majority interest, certifying the absence of connection relations as indicated by the provisions of law and regulations in force;

- declarations with which the individual candidates accept the candidacy and certify, under their own responsibility, the non-existence of causes of ineligibility and incompatibility, as well as the existence of the requirements prescribed by the law and regulations in force for the members of the Board of Statutory Auditors;
- *curriculum vitae* for each candidate regarding personal and professional characteristics, with indication of the administration and control positions held in other companies.

Lists which fail to comply with the above rules shall be considered inadmissible. No Shareholder may present or contribute to the presentation of more than one list, even via an intermediary or trustee. Shareholders subject to the same control pursuant to art. 93 of the TUF or belonging to the same voting syndicate may present or contribute to the presentation of only one list. Each Shareholder can vote for just one list.

Anyone not respecting the limits imposed by current laws and regulations on the number of offices held as a member of the management and control bodies of companies may not hold office and, if elected, will be disqualified.

Shareholders are also invited to take into account the recommendations contained in Consob Communication DEM/9017893 of February 26, 2009.

For further information relating to the appointment of the Board of Statutory Auditors, please refer to what is indicated in the Illustrative Report on the relevant item on the agenda, prepared by the Board of Directors pursuant to art. 125-ter of the TUF, which will be made available to the public within the terms and in the manner established by current legislation.

DOCUMENTATION

The documentation relating to the Agenda, envisaged by applicable regulations, including, inter alia, the integral text of the resolution proposals, will be at disposal of the public as per the terms of the law, at the Company registered office, on the authorized storage system eMarket STORAGE (www.emarketstorage.com) as well as on the Company's website www.sogefigroup.com (Investor – Shareholders' meetings section). The Shareholders are entitled to obtain a copy of such documentation. The financial statements for the year 2023 will be made available to the public in the same way. The Articles of Association are available on the website www.sogefigroup.com (Investor – Corporate Governance section).

Milan, March 12, 2024

for the Board of Directors
The Chairperson
Monica Mondardini